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Proposed Attorneys for Debtor and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:

Case No.: 2:21-bk-18205-DS

CRESTLLOYD, LLC,

Chapter 11 Case

Debtor and Debtor in Possession.

**APPLICATION OF DEBTOR AND
DEBTOR IN POSSESSION TO EMPLOY
LEVENE, NEALE, BENDER, YOO &
GOLUBCHIK L.L.P. AS BANKRUPTCY
COUNSEL PURSUANT TO 11 U.S.C. §§
327 AND 330; DECLARATION OF DAVID
B. GOLUBCHIK, ESQ. IN SUPPORT
THEREOF**

[No hearing required unless requested per L.B.R. 2014-1(b)]

1 In support of this Application to employ Levene, Neale, Bender, Yoo & Golubchik
2 L.L.P. (“LNBYG”) as bankruptcy counsel (the “Application”) pursuant to 11 U.S.C. §§ 327 and
3 330, Crestlloyd, LLC, the Chapter 11 debtor and debtor in possession herein (the “Debtor”), hereby
4 alleges as follows:

5 **A. GENERAL BACKGROUND.**

6 On October 26, 2021 (the “Petition Date”), the Debtor its bankruptcy case by filing a
7 voluntary petition under Chapter 11 of the Bankruptcy Code. The Debtor is operating its estate and
8 managing its financial affairs as a debtor in possession pursuant to Sections 1107 and 1108.

9 **B. THE DEBTOR’S REAL PROPERTY, ALLEGED CLAIMS, THE REASONS FOR**
10 **FILING BANKRUPTCY, AND EXIT STRATEGY.**

11 The Debtor’s primary asset is a piece of residential real property that it developed, which
12 is located at 944 Airole Way, Los Angeles, CA 90077 (the “Property”).¹ The Property is one of the
13 finest pieces of real property in America. The Property is situated on a four-acre Bel Air
14 promontory, featuring the best views of Los Angeles. A moat that encompasses the Property gives
15 the impression that it’s floating on water. The 105,000-square-foot glass and marble compound
16 holds 20 bedrooms, each with sweeping views of Los Angeles and the ocean, and 30 bathrooms, as
17 well as every amenity in the world. It features a 30-car garage, four swimming pools, a two-story
18 waterfall, two restaurant-grade kitchens, an indoor/outdoor nightclub with its own VIP room, a
19 movie theater, charitable organization rooms, a bowling alley, a library with floor-to-ceiling
20 windows, a full beauty salon, a spa with a steam room and jacuzzi, a cigar lounge, and a gym. Three
21 smaller villas also sit on the property, spread across the four acres. The 5,000-square-foot master
22 suite is an oasis within the mansion. Designed with its own separate office and walk-in closet, the
23 suite also has its own pool and kitchen. To guarantee privacy, it’s isolated from the rest of the
24 house. The mansion includes five elevators and LED ceilings that display images of moving clouds.
25 The Property features state-of-the-art technology, with a full security center. The design
26 encompasses secondary corridors for staff to use.

27
28 ¹ Additional information about the Property can be obtained at <https://www.societygrouppr.com/real-estate/the-one/> and
<https://www.dirt.com/more-dirt/real-estate-listings/nile-niami-the-one-house-bel-air-1203360444/>.

1 The Property requires some work to be fully completed, which the Debtor believes will
2 cost approximately \$5 million. However, even in its current state of near-completion, the Property
3 can be and has been marketed for sale, and the Debtor believes that the Property has a current fair
4 market value of approximately \$325 million.

5 The Debtor believes that the overall pre-petition claims asserted against the Debtor total
6 approximately \$180 million, with approximately \$176 million of such claims allegedly secured by
7 the Property. Thus, the Debtor has approximately \$145 million of equity in the Property. Even if
8 the Property sold for substantially less than \$325 million, for example \$250 million, the Debtor
9 would still have \$70 million of equity in the Property and more than substantial funds to pay all
10 allowed claims in full.

11 Unfortunately, before the Property could be fully completed and sold (either as a fully
12 completed or nearly completed project), the Debtor's primary secured lender, Hankey Capital, LLC
13 ("Hankey"), as well as a number of other junior secured lenders and mechanic's lien holders initiated
14 a multitude of state court actions against the Debtor seeking, among other things, to recover amounts
15 allegedly owed and to foreclose on the Property. In connection with its action, Hankey sought and
16 obtained the appointment of a receiver for the Property (the "Receiver"). As will be detailed in other
17 filings, the Debtor believes that the Receiver has hampered efforts to complete the Property, as well
18 as to market, show, and sell the Property in its current state. In addition, Hankey had a foreclosure
19 sale of the Property set for October 27, 2021.

20 In order to protect its substantial equity in the Property and to address the myriad of
21 litigation and claims against it, the Debtor filed its bankruptcy case on the Petition Date of October
22 26, 2021 ("Petition Date"), which stayed the foreclosure sale. Immediately after the Debtor's
23 bankruptcy petition was filed, pursuant to 11 U.S.C. §543, LNBYG demanded that the Receiver,
24 among other things, turnover the Property and other property of the estate that was in the possession
25 of the Receiver on the Petition Date, and to cease exercising control over such estate property.

26 It was imperative for the Debtor regain possession and control over the Property and to
27 obtain the breathing spell afforded by the automatic stay not only to stop the foreclosure and protect
28 equity in the Property, but also to provide time and a means for the Debtor to sell the Property. The

1 Debtor has brokers with interested potential buyers who are eager to enter onto, and inspect, the
2 Property which efforts the Receiver would not permit as the Property was heading towards
3 foreclosure. The Debtor intends to remedy the foregoing and immediately move forward with its
4 efforts to sell the Property as soon as practicable for the highest price possible under the
5 circumstances. As discussed above, the Debtor believes that such sale will generate sufficient funds
6 to pay all allowed claims in full, which will allow the Debtor to exit bankruptcy, either pursuant to a
7 plan or an alternative exit strategy, with a surplus for the Debtor's owner. While the Debtor believes
8 that the structured dismissal option is more favorable because it offers substantial cost and time
9 savings, which will benefit all parties in interest, in the event dismissal is not possible, the Debtor
10 will propose a simple reorganization plan with terms similar to the expected conditions for dismissal
11 – *i.e.*, paying all allowed claims in full on the effective date of the plan.

12 C. **THE DEBTOR'S NEED AND REQUEST TO EMPLOY BANKRUPTCY**
13 **COUNSEL.**

14 Prior to the Petition Date, the Debtor, realizing that it needed experienced bankruptcy
15 counsel to satisfy the requirements under the Bankruptcy Code, the Bankruptcy Rules, and the
16 Guidelines of the UST for maintaining and proceeding with its bankruptcy case and to exit its
17 bankruptcy case pursuant to a Chapter 11 plan or a structured dismissal, engaged LNYG as
18 bankruptcy counsel, subject to Court approval.

19 Therefore, pursuant to the Application, the Debtor is seeking to employ LNYG as its
20 bankruptcy counsel to render, among others, the following types of professional services:

- 21 a. advising the Debtor with regard to the requirements of the Bankruptcy Court, the
22 Bankruptcy Code, the Bankruptcy Rules and the Office of the United States Trustee as they
23 pertain to the Debtor;
- 24 b. advising the Debtor with regard to certain rights and remedies of the Debtor's
25 bankruptcy estate and the rights, claims and interests of his creditors;
- 26 c. representing the Debtor in any proceeding or hearing in the Bankruptcy Court
27 involving the Debtor's estate, unless the Debtor is represented in such proceeding or hearing
28 by other special counsel;

1 d. conducting examinations of witnesses, claimants or adverse parties and
2 representing the Debtor in any adversary proceeding except to the extent that any such
3 adversary proceeding is in an area outside of LNYBG's expertise or which is beyond
4 LNYBG's staffing capabilities;

5 e. preparing and assisting the Debtor in the preparation of reports, applications,
6 pleadings and orders including, but not limited to, applications to employ professionals,
7 monthly operating reports, quarterly reports, initial filing requirements, schedules and
8 statement of financial affairs, lease pleadings, financing pleadings, and pleadings with respect
9 to the Debtor's use, sale or lease of property outside the ordinary course of business;

10 f. assisting the Debtor in the negotiation, formulation, preparation and confirmation
11 of a plan of reorganization and the preparation and approval of a disclosure statement in
12 respect of the plan; and

13 g. performing any other services which may be appropriate in LNYBG's
14 representation of the Debtor during the Debtor's bankruptcy case.

15 **D. DISCLOSURES REGARDING LNYBG'S COMPENSATION AND**
16 **DISINTERESTEDNESS.**

17 On October 22, 2021 and October 25, 2021, LNYBG received \$20,000 and \$80,000,
18 respectively, from Juliami Art Ventures, LLC ("Juliami"). LNYBG is informed that (1) Juliami is
19 ultimately controlled by Nile Niami ("Niami"), who formed the Debtor and still has a beneficial
20 interest in the Debtor and (2) the foregoing payments to LNYBG by Juliami were treated as capital
21 contributions to the Debtor. The foregoing \$100,000 was paid to LNYBG as a retainer in connection
22 with LNYBG's representation of the Debtor in connection with its bankruptcy case.

23 Prior to the filing of the petition, LNYBG incurred fees and expenses in the amount of
24 \$38,094.00, inclusive of the \$1,738 Chapter 11 filing fee, which left a remaining retainer of
25 \$61,906.00 (the "Remaining Retainer"). The Remaining Retainer is an advanced fee payment
26 retainer which will be maintained in a segregated trust account. LNYBG requests Court authority to
27 make monthly draws against the Remaining Retainer for all fees and expenses incurred during prior
28 month(s), provided that LNYBG shall submit Professional Fee Statement(s) and comply with the

1 requirements of the United States Trustee in respect thereto before drawing on the Remaining
2 Retainer. LNYBG submits that this relief is necessary and appropriate to assist LNYBG with its cash
3 flow needs as LNYBG is required to pay its operating expenses on a continuous basis.

4 LNYBG has not received, and does not expect to receive, any lien or other interest in
5 property of the Debtor or of a third party to secure payment of LNYBG's fees or expenses.

6 In addition to the Remaining Retainer, LNYBG will seek Court authority to be paid from
7 the Debtor's estate for any and all fees incurred and expenses advanced by LNYBG in excess of the
8 Remaining Retainer. LNYBG recognizes that the payment of any such additional fees and expenses
9 will be subject to further Court order after notice and a hearing.

10 LNYBG will bill its time for its representation of the Debtor on an hourly billing basis in
11 accordance with LNYBG's standard hourly billing rates. LNYBG will provide monthly billing
12 statements to the Debtor that will set forth the amount of fees incurred and expenses advanced by
13 LNYBG during the previous month. LNYBG will seek reimbursement of expenses in accordance
14 with the rates set forth in the guidelines previously promulgated by the Office of the United States
15 Trustee. The Debtor expects that David B. Golubchik, Esq. and Todd M. Arnold, Esq. will be the
16 primary attorneys at LNYBG responsible for the representation of the Debtor during his Chapter 11
17 case. The current hourly billing rates for these attorneys are \$635 and \$605, respectively. The
18 current hourly billing rates for all LNYBG attorneys and paraprofessionals are attached hereto as
19 **Exhibit "1."** The résumés for LNYBG's professionals and paraprofessionals are collectively
20 attached hereto as **Exhibit "2."**

21 Because LNYBG's practice is limited exclusively to matters of bankruptcy, insolvency
22 and reorganization law, the services provided by LNYBG do not include the rendition of substantive
23 legal advice outside of these areas such as corporate, tax, securities, tort, environmental, labor,
24 criminal, real estate law or real estate litigation. LNYBG will not be required to represent or advise
25 the Debtor in matters which LNYBG believes are beyond LNYBG's expertise such as the areas of
26 law just described. In addition, LNYBG will not be required to represent the Debtor in matters where
27 LNYBG determines that it lacks the ability to staff the matter adequately, such as in certain, major
28 complex litigation.

1 LNYBG understands the provisions of 11 U.S.C. §§ 327, 328, 330 and 331 which require,
2 among other things, Court approval of the Debtor's employment of LNYBG as bankruptcy counsel
3 and of all legal fees and reimbursement of expenses that LNYBG will receive from the Debtor and
4 the Debtor's estate.

5 LNYBG does not have a pre-petition claim against the Debtor or its bankruptcy estate.
6 LNYBG does not have any connection with any insider of the Debtor or any insider of an insider of
7 the Debtor.

8 LNYBG has worked in other cases with SierraConstellation Partners, LLC, the Debtor's
9 Manager, and with Niami's personal counsel. LNYBG has also been adverse to certain creditors in
10 this case. As set forth in the annexed declaration, to the best of LNYBG's knowledge, other than as
11 set forth above, LNYBG does not hold or represent any interest adverse to the Debtor or the Debtor's
12 estate, and LNYBG is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14) of the
13 Bankruptcy Code. Also, other than as set forth above, to the best of LNYBG's knowledge, LNYBG
14 has no prior connection with the Debtor, any creditors of the Debtor or its estate, or any other party in
15 interest in this case, or their respective attorneys or accountants, the United States Trustee or any
16 person employed by the United States Trustee.

17 LNYBG is not a creditor, an equity security holder or an insider of the Debtor.

18 LNYBG is not and was not an investment banker for any outstanding security of the
19 Debtor. LNYBG has not been within three (3) years before the Petition Date an investment banker
20 for a security of the Debtor, or an attorney for such an investment banker in connection with the
21 offer, sale or issuance of any security of the Debtor.

22 Neither LNYBG nor any of its attorneys are, or were, within two (2) years before the
23 Petition Date, a director, officer or employee of the Debtor or of any investment banker for any
24 security of the Debtor.

25 Neither LNYBG nor any of its attorneys are a relative or an employee of the United States
26 Trustee or a Bankruptcy Judge.

27 LNYBG has not shared or agreed to share its compensation for representing the Debtor
28 with any other person or entity, except among its members.

1 As set forth in the annexed declaration, to the best of LNYBG's knowledge, LNYBG does
2 not hold or represent any interest materially adverse to the interest of the estate or of any class of
3 creditors or equity security holders, by reason of any direct or indirect relationship to, connection
4 with, or interest in, the Debtor or an investment banker for any security of the Debtor, or for any
5 other reason.

6 The Debtor believes that his employment of LNYBG upon the terms and conditions set
7 forth above is in the best interest of the Debtor's estate.

8 **WHEREFORE**, the Debtor respectfully requests that the Court approve the Debtor's
9 employment of LNYBG as its bankruptcy counsel upon the terms and conditions set forth above
10 effective as of the Petition Date of October 26, 2021.

11 Dated: October 26, 2021

CRESTLLOYD, LLC

12
13 SIERRA CONSTITUTION PARTNERS LLC, AS
14 MANAGER, BY LAWRENCE R. PERKINS, AS ITS
15 AUTHORIZED SIGNATORY

16 PRESENTED BY:

17 LEVENE, NEALE, BENDER, YOO
18 & GOLUBCHIK L.L.P.

19 By: /s/ David B. Golubchik
DAVID B. GOLUBCHIK
TODD M. ARNOLD
20 Proposed Attorneys for the Debtor and
21 Debtor in Possession

1 **DECLARATION OF DAVID B. GOLUBCHIK, ESQ.**

2 I, DAVID B. GOLUBCHIK, Esq., hereby declare as follows:

3 1. I am over 18 years of age. I have personal knowledge of the facts set forth below
4 and, if called to testify, would and could competently testify thereto.

5 2. I am a partner of the law firm of Levene, Neale, Bender, Yoo & Golubchik L.L.P.
6 (“LNYG”). I am an attorney licensed to practice law in the State of California, in the United States
7 District Court and the Bankruptcy Courts for the Southern, Central, Northern and Eastern Districts of
8 California, and in the United States Court of Appeals for the Ninth Circuit.

9 3. I make this Declaration in support of the Application to which this Declaration is
10 attached. Unless otherwise stated, all capitalized terms herein have the same meaning as in the
11 Application.

12 4. On October 26, 2021 (the “Petition Date”), the Debtor commenced its bankruptcy
13 case by filing a voluntary petition under Chapter 11 of the Bankruptcy Code. The Debtor is operating
14 its estate and managing its financial affairs as a debtor in possession pursuant to Sections 1107 and
15 1108.

16 5. I am informed and believe that, prior to the Petition Date, the Debtor, realizing that
17 it needed experienced bankruptcy counsel to satisfy the requirements under the Bankruptcy Code, the
18 Bankruptcy Rules, and the Guidelines of the UST for maintaining and proceeding with his
19 bankruptcy case and to exit its bankruptcy case pursuant to a Chapter 11 plan or a structured
20 dismissal, engaged LNYG as bankruptcy counsel, subject to Court approval.

21 6. Therefore, pursuant to the Application, the Debtor is seeking to employ LNYG
22 as its bankruptcy counsel to render, among others, the following types of professional services:

23 a. advising the Debtor with regard to the requirements of the Bankruptcy
24 Court, the Bankruptcy Code, the Bankruptcy Rules and the Office of the United States
25 Trustee as they pertain to the Debtor;

26 b. advising the Debtor with regard to certain rights and remedies of the
27 Debtor’s bankruptcy estate and the rights, claims and interests of his creditors;

28 c. representing the Debtor in any proceeding or hearing in the Bankruptcy

1 Court involving the Debtor's estate, unless the Debtor is represented in such proceeding or
2 hearing by other special counsel;

3 d. conducting examinations of witnesses, claimants or adverse parties and
4 representing the Debtor in any adversary proceeding except to the extent that any such
5 adversary proceeding is in an area outside of LNYBG's expertise or which is beyond
6 LNYBG's staffing capabilities;

7 e. preparing and assisting the Debtor in the preparation of reports,
8 applications, pleadings and orders including, but not limited to, applications to employ
9 professionals, monthly operating reports, quarterly reports, initial filing requirements,
10 schedules and statement of financial affairs, lease pleadings, financing pleadings, and
11 pleadings with respect to the Debtor's use, sale or lease of property outside the ordinary
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13 f. assisting the Debtor in the negotiation, formulation, preparation and
14 confirmation of a plan of reorganization and the preparation and approval of a disclosure
15 statement in respect of the plan; and

16 g. performing any other services which may be appropriate in LNYBG's
17 representation of the Debtor during the Debtor's bankruptcy case.

18 7. On October 22, 2021 and October 25, 2021, LNYBG received \$20,000 and
19 \$80,000, respectively, from Juliami Art Ventures, LLC ("Juliami"). I was informed that (1) Juliami
20 is ultimately controlled by Nile Niami ("Niami"), who formed the Debtor and still has a beneficial
21 interest in the Debtor and (2) the foregoing payments to LNYBG by Juliami were treated as a capital
22 contributions to the Debtor. The foregoing \$100,000 was paid to LNYBG as a retainer in
23 connection with LNYBG's representation of the Debtor in connection with its bankruptcy case.
24

25 8. Prior to the filing of the petition, LNYBG incurred fees and expenses in the
26 amount of \$38,094.00, inclusive of the \$1,738 Chapter 11 filing fee, which left a remaining retainer
27 of \$61,906.00 (the "Remaining Retainer"). The Remaining Retainer is an advanced fee payment
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1 make monthly draws against the Remaining Retainer for all fees and expenses incurred during prior
2 month(s), provided that LNYBG shall submit Professional Fee Statement(s) and comply with the
3 requirements of the United States Trustee in respect thereto before drawing on the Remaining
4 Retainer. I submit that this relief is necessary and appropriate to assist LNYBG with its cash flow
5 needs as LNYBG is required to pay its operating expenses on a continuous basis.

6 9. LNYBG has not received, and does not expect to receive, any lien or other interest
7 in property of the Debtor or of a third party to secure payment of LNYBG's fees or expenses.

8 10. In addition to the Remaining Retainer, LNYBG will seek Court authority to be
9 paid from the Debtor's estate for any and all fees incurred and expenses advanced by LNYBG in
10 excess of the Remaining Retainer. LNYBG recognizes that the payment of any such additional fees
11 and expenses will be subject to further Court order after notice and a hearing.

12 11. LNYBG will bill its time for its representation of the Debtor on an hourly billing
13 basis in accordance with LNYBG's standard hourly billing rates. LNYBG will provide monthly
14 billing statements to the Debtor that will set forth the amount of fees incurred and expenses
15 advanced by LNYBG during the previous month. LNYBG will seek reimbursement of expenses in
16 accordance with the rates set forth in the guidelines previously promulgated by the Office of the
17 United States Trustee. I expect Todd M. Arnold, Esq. and I will be the primary attorneys at LNYBG
18 responsible for the representation of the Debtor during its Chapter 11 case. The current hourly
19 billing rates for these attorneys are \$605 and \$635, respectively. The current hourly billing rates for
20 all LNYBG attorneys and paraprofessionals are attached hereto as **Exhibit "1."** The résumés for
21 LNYBG's professionals and paraprofessionals are collectively attached hereto as **Exhibit "2."**

22 12. Because LNYBG's practice is limited exclusively to matters of bankruptcy,
23 insolvency and reorganization law, the services provided by LNYBG do not include the rendition of
24 substantive legal advice outside of these areas such as corporate, tax, securities, tort, environmental,
25 labor, criminal, real estate law or real estate litigation. LNYBG will not be required to represent or
26 advise the Debtor in matters which LNYBG believes are beyond LNYBG's expertise such as the
27 areas of law just described. In addition, LNYBG will not be required to represent the Debtor in
28 matters where LNYBG determines that it lacks the ability to staff the matter adequately, such as in

1 certain, major complex litigation.

2 13. LNYBG understands the provisions of 11 U.S.C. §§ 327, 328, 330 and 331 which
3 require, among other things, Court approval of the Debtor's employment of LNYBG as bankruptcy
4 counsel and of all legal fees and reimbursement of expenses that LNYBG will receive from the
5 Debtor and the Debtor's estate.

6 14. LNYBG does not have a pre-petition claim against the Debtor or its bankruptcy
7 estate. LNYBG does not have any connection with any insider of the Debtor or any insider of an
8 insider of the Debtor.

9 15. LNYBG has worked in other cases with SierraConstellation Partners, LLC, the
10 Debtor's Manager, and with Niami's personal counsel – Raines Feldman. LNYBG has also been
11 adverse to certain creditors in this case. To the best of my knowledge, other than as set forth above,
12 LNYBG does not hold or represent any interest adverse to the Debtor or the Debtor's estate, and
13 LNYBG is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14) of the Bankruptcy
14 Code. Also, other than as set forth above, to the best of my knowledge, LNYBG has no prior
15 connection with the Debtor, any creditors of the Debtor or its estate, or any other party in interest in
16 this case, or their respective attorneys or accountants, the United States Trustee or any person
17 employed by the United States Trustee.

18 16. LNYBG is not a creditor, an equity security holder or an insider of the Debtor.

19 17. LNYBG is not and was not an investment banker for any outstanding security of
20 the Debtor. LNYBG has not been within three (3) years before the Petition Date an investment
21 banker for a security of the Debtor, or an attorney for such an investment banker in connection with
22 the offer, sale or issuance of any security of the Debtor.

23 18. Neither LNYBG nor any of its attorneys are, or were, within two (2) years before
24 the Petition Date, a director, officer or employee of the Debtor or of any investment banker for any
25 security of the Debtor.

26 19. Neither LNYBG nor any of its attorneys are a relative or an employee of the
27 United States Trustee or a Bankruptcy Judge.

1 20. LNBYG has not shared or agreed to share its compensation for representing the
2 Debtor with any other person or entity, except among its members.

3 I declare and verify under penalty of perjury that the foregoing is true and correct to the
4 best of my knowledge.

5 Executed on this 26th day of October 2021, at Los Angeles, California.

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8 DAVID B. GOLUBCHIK

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EXHIBIT “1”

LAW OFFICES
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Los Angeles, California 90034
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SCHEDULE OF HOURLY BILLING RATES
(Effective January 1, 2021)

<u>ATTORNEYS</u>	<u>RATES</u>
DAVID W. LEVENE	635
DAVID L. NEALE	635
RON BENDER	635
MARTIN J. BRILL	635
TIMOTHY J. YOO	635
GARY E. KLAUSNER	635
EDWARD M. WOLKOWITZ	635
DAVID B. GOLUBCHIK	635
BETH ANN R. YOUNG	620
MONICA Y. KIM	620
DANIEL H. REISS	620
RICHARD P. STEELMAN, JR.	620
PHILIP A. GASTEIER	620
EVE H. KARASIK	620
TODD A. FREALY	620
KURT RAMLO	620
JULIET Y. OH	605
TODD M. ARNOLD	605
CARMELA T. PAGAY	605
ANTHONY A. FRIEDMAN	605
KRIKOR J. MESHEFEJIAN	605

JOHN-PATRICK M. FRITZ	605
LINDSEY L. SMITH	525
JEFFREY KWONG	525
PARAPROFESSIONALS	250

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EXHIBIT “2”



PROFESSIONAL RESUME

DAVID W. LEVENE, born March 24, 1945, New York, New York. A founding partner of Levene, Neale, Bender, Yoo & Brill L.L.P.. Business and Professional Experience: July, 1974 to Present, attorney specializing in matters of bankruptcy, insolvency, business reorganization and commercial financing. Education and Honors: University of Southern California, B.S., Business Administration, 1967; University of Southern California, M.B.A., finance and marketing, 1968; Loyola University of Los Angeles, J.D. *magna cum laude*, 1974. Bar Admissions: California, United States District Court for the Southern, Central, Eastern and Northern Districts of California; and U.S. Court of Appeals, Ninth Circuit. Professional Memberships and Associations: Los Angeles County (past member: Executive Committee, Commercial Law and Bankruptcy Section; Bankruptcy Subcommittee); Past chair of Bankruptcy Section of Beverly Hills Bar Association; Federal and American Bar Associations; The State Bar of California; Financial Lawyers Conference; American Bankruptcy Institute; Commercial Law League of America; and Turnaround Management Association. Guest Lecturer: Frost & Sullivan, Inc., "Loan Workouts, LBOs and Bankruptcy"; The Banking Law Institute, "Loan Workout, Restructure and Bankruptcy"; Drexel Burnham Lambert, "Chapter 11"; Financial Lawyers Conference, "Fraudulent Conveyances"; Los Angeles Bankruptcy Forum, "Out of Court Reorganizations"; Orange County Bankruptcy Forum, "Restructuring Financially Troubled Businesses"; Jewelers Board of Trade, "Consignment Issues in Bankruptcy"; Turnaround Management Association, "Case Study on Representation of Debtor in Out of Court Workouts and Chapter 11"; National Conference of the Turnaround Management Association, "Gaining Confidence of Lenders and Creditors in Workouts and Restructurings"; Young Presidents' Organization National Conference, "Acquisition and Investment Opportunities in Bankruptcy Reorganization Cases"; The Counselors of Real Estate Convention, "Chapter 11 and the Role of the Real Estate Advisor"; Association of Insolvency Accountants: Valuation Conference, "Valuation Issues in Chapter 11 Cases", Moderator of seminar on "Workouts" sponsored by Orange Country Bankruptcy Forum, "Role of Appraisers in Bankruptcy & Reorganization Cases" presented at convention of American Society of Appraisers, and guest lecturer on "Workouts and Restructuring" presented nationally by Fulcrum Information Services. Twice

continued...

pg 1 of 2



DAVID W. LEVENE
dwl@lnbyb.com

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



DAVID W. LEVENE
PROFESSIONAL RESUME

continued from page 1

included in annual list of “100 most prominent business attorneys practicing in Los Angeles County” in Los Angeles Business Journal’s annual list of “Who’s Who in Law and Accounting.” Repeatedly listed as a “Southern California Super Lawyer” in annual polls of his peers.



PROFESSIONAL RESUME

DAVID L. NEALE began his legal career in New York, with the law firm of Kramer, Levin, Nessen, Kamin & Frankel, where he represented creditors and creditors' committees in large, complex cases such as Texaco Inc., LTV Steel and Charter Co. When Mr. Neale relocated to California in 1989, to join the law firm of Levene & Eisenberg, he brought with him an understanding of creditors' rights and remedies that he was able to apply to the representation of debtors and other constituencies in bankruptcy and workout situations.

His broad experience includes handling cases in a variety of areas including: **Manufacturing** (successful Chapter 11 reorganization for companies such as Future Media Productions, a manufacturer of blank CDs and DVDs; California Aircraft & Engines, Inc., a manufacturer of aircraft engine parts with claimants from around the world; DCC Compact Classics, Inc., a manufacturer of specialty CDs and recordings; Fernandes Guitars, a manufacturer of electric and acoustic guitars for distribution around the world); **the food and beverage industry** (Chinois Restaurant, successful Chapter 11 reorganization for a Las Vegas restaurant; Café-Melisse Valencia, successful out-of court workout and orderly liquidation; Galletti Brothers Foods, successful Chapter 11 reorganization for one of the nation's largest fresh seafood wholesalers); **Construction** (successful Chapter 11 reorganization for Rock & Waterscape, Inc., builder of water-themed features in Las Vegas and around the world); **Real estate** (successful Chapter 11 cases for North Silver Lake Lodge, LLC, involving one of the last undeveloped parcels of real property in the Deer Valley, Utah ski resort area; IDM Corporation and its affiliates requiring the restructuring of over \$1 billion in debt; and Galletti Brothers Investments, a real estate partnership with multiple properties. He has also represented Ritter Ranch Development, the owner of an 11,000 acre development property in Palmdale; and National Enterprises, Inc. and San Diego Investments, real estate management and development companies with properties across the United States); **Energy** (representing the California Independent System Operator Corporation in connection with the bankruptcy cases of California Power Exchange, Pacific Gas & Electric Co., Enron Inc. and Mirant and its affiliates); **Banking and finance** (Imperial Credit Industries, Inc.); **Trucking** (Consolidated Freightways and its affiliates, in which Mr. Neale represented multi-employer pension funds that were the largest creditors



DAVID L. NEALE

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DAVID L. NEALE
PROFESSIONAL RESUME

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and went on to represent the post-confirmation Plan Oversight Committee and serve as special counsel to the Liquidating Trust in certain litigation and appellate matters, and The Penn Traffic Co. and its affiliates, in which Mr. Neale represented certain multi-employer retirement, health and welfare funds); **Technology and communication** (WCI Cable, Inc., a fiber optic cable network located in Oregon and Alaska); and **Retail** (successful Chapter 11 cases for Ortho Mattress, Inc., a manufacturer and retailer of bedding products; Britches of Georgetowne, Inc., a clothing retailer with outlets in several states). Mr. Neale has a particular expertise in the **entertainment industry**. He has represented clients involved in **publishing** (New Millennium Entertainment, Buzz Magazine); **film exhibition** (Resort Theaters of America); film production (Franchise Pictures, LLC and its affiliates); The Samuel Goldwyn Company in connection with its acquisition of Heritage Entertainment); and **artists** (Gladys Knight, Mick Fleetwood, Lynn Redgrave, among others).

Mr. Neale is both an experienced and aggressive litigator whose cases have resulted in several notable published opinions, and a seasoned negotiator who brings his skills to bear as a member of the Mediation Panel for the Bankruptcy Court for the Central District of California. He is a Member of the American Bar Association, Association of the Bar of the City of New York, New York County Bar Association, Century City Bar Association, Beverly Hills Bar Association, Financial Lawyers' Conference, Association of Trial Lawyers of America, Turnaround Management Association, and the Commercial Law League of America. Mr. Neale serves on the Board of Directors of the Financial Lawyers Conference and AIDS Project Los Angeles.

Mr. Neale received his B.A., Summa Cum Laude from Princeton University in 1984 and his J.D. from Columbia University School of Law in 1987. He was admitted to the New York Bar in 1988 and the California Bar in 1989. He was admitted to the Ninth Circuit Court of Appeals in 1989, and was admitted to the United States District Court for the Southern and Eastern Districts of New York in 1988. In 1989, he was admitted to the Central, Eastern, Northern and Southern Districts of California. He has also practiced extensively in courts around the country, in venues as diverse as Oregon, Arizona, Nevada, Texas, Arkansas, Utah, Florida, New York, Delaware and Tennessee.

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DAVID L. NEALE
PROFESSIONAL RESUME

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Mr. Neale is the author of "Bankruptcy and Contractual Relations in the Entertainment Industry – An Overview," "1990 Entertainment, Publishing and the Arts Handbook;" "A Survey of Recent Bankruptcy Decisions Impacting upon the Entertainment Industry," 1992 - 1993 Entertainment, Publishing and the Arts Handbook; "SEC Actions and Stays," *National Law Journal*, 2002; and "The Scope and Application of 11 U.S.C. § 1145," American Bankruptcy Institute Bankruptcy Battleground West, 2003. He was featured as a "Mover & Shaker" by *The Deal* magazine in 2006, and has been interviewed several times by, among others, KNX news radio in Los Angeles, Variety magazine and the *California Real Estate Journal* on bankruptcy topics.

Mr. Neale has appeared as a speaker on the following topics before the following organizations: "Making the Best Better: Lessons From the Battlefield," Turnaround Management Association 6th Annual Spring Meeting, 1998; "Litigation Issues in Bankruptcy," Business Torts - An Introduction and Primer, Consumer Attorneys Association of Los Angeles, 1998; "There Must Be Fifty Ways to Leave Your Troubles," Turnaround Management Association, 1998; "The Impact of State Court Decisions in Bankruptcy Court," Beverly Hills Bar Association, 2001. He has appeared as a panelist, addressing issues relating to "Bankruptcy in the Dot-Com Economy" and "Licensing Agreements: How to Draft and Enforce Them" for Law.Com Seminars; "Public Company Debtors and the SEC," American Bankruptcy Institute Bankruptcy Battleground West, 2003; "The 2005 Amendments to Bankruptcy Code Sections 546(c) and 547 – The Early Returns," Financial Lawyers Conference, 2008; and "Transfers of Intellectual Property," Southwestern Law School, Bankruptcy in the New Millennium, 2010.

Mr. Neale has consistently been named by *Los Angeles* magazine as one of its 100 "Super Lawyers" in the bankruptcy field.



PROFESSIONAL RESUME

RON BENDER is a founding and co-managing partner of the firm. With a large and diverse practice, Mr. Bender has successfully reorganized and sold numerous companies and restructured the financial affairs of many individuals. Mr. Bender is widely regarded as a highly creative, results oriented bankruptcy attorney who is able to tackle complex problems and develop and implement creative solutions. Mr. Bender has repeatedly been listed by "Super Lawyers" as one of the top 100 lawyers in Southern California in regional surveys of his peers. Mr. Bender received his undergraduate degree in Finance from the prestigious Wharton School of Business at the University of Pennsylvania in 1986 where he graduated first in his class (B.S., summa cum laude), and then obtained his law degree from Stanford University Law School in 1989. During law school, Mr. Bender served as a judicial extern for the Honorable Lloyd King, U.S. Bankruptcy Court, Northern District of California Bankruptcy Court. Since graduating from law school, Mr. Bender has worked solely in the areas of bankruptcy, insolvency and business reorganization, and has developed one of the largest bankruptcy, insolvency and restructuring practices in Southern California, including the representation of debtors, creditors' committees, creditors, purchasers of businesses, and assignees in the context of assignments for the benefit of creditors. Mr. Bender's incredibly broad Chapter 11 and insolvency debtor experience includes the representation of Ironclad Performance Wear (a leading, technology-focused developer and manufacturer of high-performance task-specific gloves and apparel for the "industrial athlete" which was sold for \$25.25 million); representation of Rdio (a digital music service provider which was sold to Pandora for \$75 million); Country Villa (one of the largest owners and operators of skilled nursing facilities with annual revenue of more than \$200 million which was sold for \$62 million); Pebble ABC in a sale to Fitbit for \$20 million; Jawbone ABC in a sale of its Audio/Jambox line; Gamma Medica (a manufacturer of imaging systems in the biotechnology field which was sold); Matterhorn Group (a large manufacturer of novelty ice cream products which was sold); Fat Burger (a well known chain of hamburger restaurants which were sold); Westcliff Medical Laboratories (an owner and operator of 170 patient service center laboratories and labs throughout California with \$95 million of annual revenue and 1,000 employees which was sold for \$57.5 million); LifeMasters Supported Selfcare (a national disease management company with annual revenue of \$80 million which was sold); Bodies in Motion (a chain of fitness facilities which was sold for approximately \$10



RON BENDER
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RON BENDER
PROFESSIONAL RESUME

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million); Max Equipment Rental (an equipment rental company which successfully reorganized); Nelson & Associates (a manufacturers' representative in the electrical industry which successfully restructured its debt); Douglas Furniture (a large furniture manufacturer); Padilla Construction (a plastering company which successfully reorganized); Lamas Beauty (a manufacturer of beauty supply products which was sold); Paramount Scaffolding (a large scaffolding rental company which was sold); Alin Party Supply (a retail chain of party supplies which successfully reorganized); Lake San Marcos Resort & Country Club; Krystal Air (an aircraft leasing company which was sold); Pacific High Reach (a large construction equipment rental company which was sold for \$17 million); Krystal Koach (a large manufacturer of limousines and shuttle buses which was sold); Small World Toys (a toy company which was sold for approximately \$16 million); Intervisual (a children's book company which was sold for approximately \$10 million); LightPointe Communications (a manufacturer of wireless networking equipment which successfully reorganized); Nicola (a large olive importer and distributor which successfully reorganized); Krispy Kreme (an owner and operator of Krispy Kreme Doughnut Stores which successfully reorganized); Pleasant Care (an owner and operator of skilled nursing facilities with annual revenue of approximately \$200 million which was sold for approximately \$17 million); Aura Systems (a publicly traded manufacturer of a mobile power generator which successfully reorganized); Sega GameWorks (a retail entertainment based company operating under the name of "GameWorks," with \$60 million of annual revenue, which was sold for approximately \$8 million); Alliant Protection Services (a commercial and residential alarm services company with 16,000 customers, which was sold for \$14.5 million); The Walking Company (a national chain of 101 retail stores selling specialty shoes and footwear, which successfully reorganized involving \$22 million of cash, debt and stock); Shoe Pavilion (a chain of 117 retail stores selling off-price footwear with locations in the Western and Southwestern United States which was sold); Gadzoox Networks (a publicly traded company engaged in the business of providing networking infrastructure for storage and data management, where one division was sold for \$8.5 million and the balance of the company successfully reorganized); State Line Hotel, State Line Casino, Jim's Enterprises (two hotels and casinos located in West Wendover, Nevada known as the State Line Hotel and Casino and the Silver Smith Hotel and Casino, which were sold for \$55 million); Management

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RON BENDER
PROFESSIONAL RESUME

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Action Programs (a management consulting firm that successfully reorganized); Easyrider and Paisano Publications (publicly traded publishers of thirteen national magazines, which were sold for \$12.3 million); Clifford Electronics (a manufacturer of automotive aftermarket and original equipment manufacturer security systems and components, primarily for automobiles, with annual sales of \$40 million, which was sold for \$20 million); Chorus Line Corporation and California Fashions Industries (one of the largest apparel companies in the country with annual sales of \$500 million which engaged in a Chapter 11 liquidation); Avus (a distributor of computer systems with sales of in excess of \$100 million, which was sold); A.J. Markets (chain of supermarkets sold for \$5 million); Trancas Town (owner of 35 acres of raw developable land in Malibu, California that successfully reorganized); Association of Volleyball Professionals (professional beach volleyball league sold in Chapter 11); Louise's Trattoria (chain of 16 Italian food restaurants with \$30 million in annual revenue sold in Chapter 11 for \$7 million); Westward Ho Markets (a supermarket chain with \$50 million of annual revenue and \$20 million of debt which was restructured through a confirmed Chapter 11 reorganization plan); Special Effects Unlimited (one of the largest providers of special effects in the movie industry which was restructured through a confirmed Chapter 11 reorganization plan); Santa Barbara Aerospace (a heavy aircraft maintenance facility located at the former Norton Air Force base in San Bernardino, California, which was restructured and sold); Manchester Center (a 1.5 million square foot shopping center in Fresno, California which was sold for \$25 million); Marbella Golf and County Club (a golf and country club located in San Juan Capistrano which successfully reorganized); Southwest Hospital (an acute care hospital located in Riverside which successfully reorganized); Servall Packaging Industries (a contract packaging company which was sold); Polaris Networks (a telecommunications networks and software company which successfully reorganized); and Prestige Products (a distributor of aftermarket automobile accessories which was sold). A sampling of Mr. Bender's representation of creditors' committees includes the representation of the creditors' committee in the Chapter 11 bankruptcy case of Trigem America (a wholly-owned subsidiary of one of the largest computer manufacturers in the world located in Korea whose case is currently pending) and Robinson Golf Holdings (the owner of a large golf resort development project). Mr. Bender has also represented numerous real estate related debtors in chapter 11. Mr. Bender is also one of California's leading lawyers in the arena of assignments for the benefit of creditors.

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LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

TIMOTHY YOO specializes in commercial litigation and bankruptcy and is known for resolving difficult issues with creativity and efficiency. He consistently earns the highest marks in peer surveys, including an AV rating by Martindale-Hubbell and being designated repeatedly as a “Super Lawyer.” He received his undergraduate degree in business from University of Southern California with honors in 1987 and his law degree from Loyola Law School with full merit scholarship in 1991. He completed a one-year clerkship with the Honorable Lisa Hill Fenning, U.S. Bankruptcy Judge for the Central District of California. In March, 1998, he was appointed to the Panel of Chapter 7 Bankruptcy Trustees. He also acts in numerous cases as a Chapter 11 Trustee, Bankruptcy Ombudsman, Liquidating Trustee and Chief Restructuring Officer.



TIMOTHY YOO

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PROFESSIONAL RESUME

MARTIN J. BRILL. Mr. Brill has devoted his over 35 years of practice exclusively to bankruptcy, insolvency and business reorganizations, with particular emphasis on complex reorganizations of publicly-held companies in a wide range of industries. Mr. Brill's expertise in the interplay between bankruptcy and securities laws has led to the successful reorganization of numerous publicly-held corporations and privately-held corporations desiring to go public, including Prism Entertainment Corporation (involving a reverse merger of the publicly-held film producer, Prism, with a privately-owned video retailer), Geo Petroleum, Inc., (successful Chapter 11 of publicly-held oil and gas company), Video City, Inc., (successful Chapter 11 for video retailer with over 75 locations involving issuance of securities for debt), and American Blood Institute, Inc. (successfully raised over \$1.2 million through complex debtor financing, allowing company to emerge as publicly-held plasma company, SeraCare, Inc.). Mr. Brill also has represented debtors, creditors, trustees, plan proponents, asset purchasers and creditors committees in a wide variety of diverse chapter 11 reorganization cases. For example, Mr. Brill was lead counsel in representing the chapter 11 debtor in Gateway Computer Systems (a multi-store retailer of computers and related equipment), the chapter 11 debtor in Primedex Health Systems, Inc. (successful pre-packaged plan confirmed in less than 45 days for diagnostic imaging company), 360 Global Wine Company and 360 Viansa, LLC (publicly held holding company and its operating wholly-owned subsidiary in the winery business in Sonoma, California), Agua Dulce Vineyards, LLC (operating vineyard and winery in Los Angeles County), Copper King Mining Corporation and Western Utah Mining Company (public holding company and its wholly-owned operating subsidiary in the copper mining business), as well as the chapter 11 debtors in the hospital reorganization cases for Chino Valley Medical Center, Canyon Ridge Hospital, Lincoln Hospital Medical Center and the official creditors committees in Fields Aircraft Spares, Inc. (aircraft parts distributor), New Star Media, Inc. (publishing company), Henry Mayo Newhall Memorial Hospital (hospital), Daewoo Motor America, Inc. (Daewoo automobile distributor in the U.S.), Intercare Health Systems, Inc., Vista Hospital Systems, Inc. and Downey Regional Medical Center (hospitals), Ronco Corporation and Ronco Marketing Corporation (consumer products and marketing), and T-Asset.



MARTIN J. BRILL
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MARTIN J. BRILL
PROFESSIONAL RESUME

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Acquisition Corporation and its related entities (the owner of the *Terminator* film franchise). In addition, Mr. Brill has also handled numerous out-of-court workouts and restructurings, including the successful out-of-court debt restructuring for Carolco Pictures, Inc. Mr. Brill was admitted to the California Bar in 1972. His educational background is as follows: University of California at Los Angeles (B.A., *cum laude*, 1969; J.D., 1972). Associate Editor U.C.L.A. Law Review, 1971-1972. Co-Author: "Collective Bargaining and Politics in Public Employment," 19 U.C.L.A. Law Review 887, 1972. He is a member of the State Bar of California and a member of the Beverly Hills, Century City, Los Angeles County (Member, Sections on: Commercial Law; Bankruptcy) and American Bar Associations. He is currently serving on the Executive Committee of the Bankruptcy Section of the Beverly Hills Bar Association (Chairman from 2002-2003) and served on the Board of Directors of the Los Angeles Bankruptcy Forum. He is a member of the Financial Lawyers Conference and has lectured to various trade groups and bar associations on bankruptcy and related topics.

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

DAVID B. GOLUBCHIK, born Kiev, Ukraine, January 10, 1971; admitted to bar 1996, California. Education: University of California, Los Angeles (B.A. 1992), Pepperdine University School of Law (J.D., 1996). Vice Chairman, Moot Court Board; Vice Magistrate, Phi Delta Phi International Legal Fraternity; American Jurisprudence Award in Business Reorganization in Bankruptcy. In addition to the State Bar of California, admitted to the U.S. District Court, Central, Southern, Eastern and Northern Districts of California. Law Clerk to the Honorable Thomas B. Donovan, United States Bankruptcy Court, Central District of California (1996-1997). Member, American, California and Los Angeles Bar Associations, American Bankruptcy Institute (Board of Advisors), Financial Lawyers Conference, Los Angeles Bankruptcy Forum and Beverly Hills Bar Association (Executive Committee). Practice emphasizes bankruptcy, corporate insolvency and creditors' rights. Language: Russian.

Articles written by David Golubchik include: "Representing Closely Held Corporations in Bankruptcy: The Ethical Dilemma," Commercial Lawyers' Association Conference, November 1999; "Bankruptcy Law – A Debtor's Press Release," National Law Journal, May 29, 2000; "Taking a Piece of the Action in Bankruptcy," Bay Area Bankruptcy Forum Conference, June 6, 2000; "Bankruptcy Law – Unwinding Settlements," National Law Journal, October 23, 2000; "Bankruptcy Law – Involuntary Proceedings," National Law Journal, February 2, 2004; "The Rights Of A Lessee In A Lessor's Bankruptcy: Section 365(h) Of The Bankruptcy Code," Los Angeles Country Bar Association, Real Estate Subsection, March 25, 2004; and "Defending Nondischargeability Actions in Bankruptcy," Public Counsel, 2002-2004; "Outlooks and Strategies For Distressed Commercial Real Estate Loans," Grubb and Ellis presentation, May 14, 2009; "Chapter 11 Focus: Small Business and Single Asset Real Estate Cases," Los Angeles Country Bar Association, Commercial Law and Bankruptcy Subsection, January 27, 2010.



**DAVID B.
GOLUBCHIK**

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LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

EDUCATION

University of Maryland (B.A., 1971)

University of Maryland School of Law (J.D., 1974)

BAR ADMISSIONS

Maryland, 1974

California, 1976

Gary E. Klausner joined LNBYB as a senior partner in May 2014, from a senior shareholder position at Stutman, Treister & Glatt P.C. Mr. Klausner has exclusively practiced in the field of corporate restructuring and bankruptcy since 1976.

Mr. Klausner represents Chapter 11 debtors, secured and unsecured creditors, creditors' committees, trustees and receivers, licensors and franchisors, purchasers of assets out of bankruptcy cases and parties involved in litigation and appeals in connection with bankruptcy cases. He has handled cases involving a broad range of businesses and industries including manufacturing, retail, real estate development, hospitality and restaurants, aerospace, entertainment, health care, financial institutions, and transportation.

Mr. Klausner also has expertise in Chapter 9 of the Bankruptcy Code, which is designed for the reorganization of municipalities. He currently chairs the American Bar Association's Chapter 9 Subcommittee.

Mr. Klausner's significant engagements as debtor's counsel include: Meruelo Maddux Properties, Inc. (Special Reorganization Counsel); Imperial Capital Bancorp, Inc.; Colorep, Inc., International Union of Operating Engineers, Local 501, Mr. Gasket Co.; Prism Entertainment Corporation; Packaging Corporation of America; Super Shops, Inc.; Cannon Pictures; Maguire Thomas Partners, Fifth & Grand, Ltd.; ABC International Traders, Inc.; Maxicare and Watts Health Foundation, Inc., dba UHP Healthcare.

Mr. Klausner was the lead lawyer in the Chapter 9 case of Valley Health System, in which he successfully confirmed a Chapter 9 Plan of Adjustment.

Mr. Klausner has represented creditors' committees in cases such as Consolidated Freightways, New Meatco, Westward Ho Markets, Naki Electronics, Prime Matrix, The Movie Group, American Restaurant Group ("Black Angus"), and Solidus Networks, Inc. Mr. Klausner has also represented principals involved in significant chapter 11 cases, such as EZ Lube; Rachel Ashwell Design, Inc. ("Shabby Chic"); and Comic Book Movies LLC.

In addition to client matters, Mr. Klausner has been actively involved and has held prominent positions in local and national professional organizations and bar associations. Mr. Klausner is a member of the Board of Governors of the Financial Lawyers Conference and served as its President



GARY E. KLAUSNER
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Honors and Recognitions

Selected, Super Lawyers (Bankruptcy & Creditor/Debtor Rights) 2004-12

Selected, Southern California's Best Lawyers in America, 2011-12

Publications/Press

"Section 1111(b) 'Look Before You Leap," 2 Bankruptcy Study Group Journal 15 (1986)

"Chapter 11 'The Bank of Last Resort,'" The Business Lawyer, November, 1989; Vol. 45, No. 1

"The New Bankruptcy Rules," 4 Bankruptcy Study Group Journal 64 (1987).

Speaking Engagements

Panelist, "Bank Holding Company Bankruptcies," ABI Battleground West, 2012

Panelist, "Municipal Bankruptcies," ABI Battleground West, 2011

Panelist, "Municipal Bankruptcies," ABA Fall Meeting Business Law Section, 2010

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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PROFESSIONAL RESUME, CONT...

from 1993 through 1994. He is a Board member of the Los Angeles Bankruptcy Forum (serving as its President in 2003-2004), a member of the American Bar Association, Section on Business Law, where he chaired a task force on The Economics of Chapter 11 Practice, chaired the Subcommittee on Bankruptcy Fraud, Crimes and Abuse of the Bankruptcy Process and currently chairs the Chapter 9 Subcommittee. He is a member of the Los Angeles County Bar Association, where he has served as a member of the Executive Committee of the Commercial Law and Bankruptcy Section as well as being Vice-Chair of the Section's Bankruptcy Committee.

In 2010, Mr. Klausner was elected as a Fellow of the American College of Bankruptcy, and in 2012, Mr. Klausner was recognized as "Bankruptcy Lawyer Of The Year" by the Century City Bar Association.

Mr. Klausner has also served as a Lawyer Representative to The Ninth Circuit Judicial Conference and currently chairs the United States District Court Standing Committee On Attorney Discipline.

Mr. Klausner speaks frequently on subjects involving bankruptcy and commercial law and has published numerous articles on bankruptcy-related topics.

He is a member of the bar of the states of California and Maryland, and is admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the Ninth Circuit, and the United States District and Bankruptcy Courts for the Central District of California.

Mr. Klausner received his J.D., with honors, from the University of Maryland School of Law in 1974, where he served on the editorial staff of the University of Maryland Law Review from 1972-3. He received his B.A. from the University of Maryland in 1971.

PROFESSIONAL AFFILIATIONS

Financial Lawyers Conference (President, 1993 -1994; Member of the Board of Governors)

Los Angeles Bankruptcy Forum (President in 2003-2004)

American Bar Association (Section on Business Law, Chair of the Subcommittee on Bankruptcy Crimes, Fraud and Abuse, 2005)

Ninth Circuit Judicial Conference (2007-2009)

United States District Court, Central District, Standing Committee on Attorney Discipline, Chair 2011-Present

American Bar Association Section on Business Law, Chair of the Subcommittee on Chapter 9, 2011-Present

Honors and Recognitions

Selected, Super Lawyers (Bankruptcy & Creditor/Debtor Rights) 2004-12

Selected, Southern California's Best Lawyers in America, 2011-12

KEY REPRESENTATIONS

Debtor Representations

Colorep, Inc.

International Union of Operating Engineers, Local 501

St. Tropez Capital, Inc.

Mr. Gasket Co.

Prism Entertainment Corporation

Packaging Corporation of America

Super Shops, Inc.

Maguire Thomas Partners, Fifth & Grand, Ltd.

ABC International Traders, Inc.

Maxicare, HMO

Watts Health Foundation, Inc., dba UHP Healthcare, HMO

Valley Health System, Healthcare District

Imperial Capital Bancorp, Inc.

Mereulo Maddux Properties, Inc

Committee Representations

New Meatco

Consolidated Freightway

Westward Ho Markets

Naki Electronics

Prime Matrix

Stan Lee Media

American Restaurant Group, Inc

Significant Creditor/Party In Interest Representations

Cannon Pictures, Inc.

Georgia Pacific Corporation

Cal Worthington

Columbia Tristar

Fox Family Worldwide

MCI Telecommunications Corporation

Paramount Pictures

Saban Entertainment

Sony Pictures, Inc.

The Walt Disney Company

Victor Valley Community Hospital

Rachel Ashwell Design, Inc

EZ Lube, Inc



PROFESSIONAL RESUME

EDWARD M. WOLKOWITZ has focused on the areas of insolvency and commercial law during more than 30 years of practice. He has represented debtors, creditors, trustees, receivers and creditors committees in a wide variety of cases. He also serves as a chapter 11 and chapter 7 panel trustee in the Central District of California and as a receiver for the Los Angeles Superior Court. He has extensive experience in representing various interests in complex reorganization cases in a number of different and diverse industries and has also operated a number of businesses as a trustee and receiver. He has been involved in a number of cases that have made new law or clarified existing law in the Ninth Circuit, including: Wolkowitz v. FDIC, 527 F. 3d 959 (9th Cir. 2008); Wolkowitz v. Beverly, 551 F. 3d 1092 (9th Cir. 2008); In re Sylmar Plaza, LP, 314 F.3d 1070 (9th Cir. 2002); Wolkowitz v. American Research Corporation, 131 F.3d 788 (9th Cir. 1999); In re Moses, 167 F.3d 470 (9th Cir. 1999); Wolkowitz v. Shearson Lehman Bros., 136 F.3d 655, cert. denied, 525 U.S. 826 (1998); In re Cheng, 943 F.2d 1114 (9th Cir. 1991); In re Qintex Entertainment, 950 F.2d 1492 (9th Cir. 1991); In re WLB RSK Venture, 296 B.R. 509 (Bankr. C.D. Cal. 2003).



**EDWARD M.
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Mr. Wolkowitz was on the faculty of Southwestern University Law School from 1978 to 1994, rejoining the faculty in 2001, teaching courses in bankruptcy, commercial transactions and business reorganization. He has also lectured extensively for the California Continuing Education of the Bar, and as a panelist in programs sponsored by the American Bankruptcy Institute, the Los Angeles Bankruptcy Forum, and the Beverly Hills Bar Association. Between 1994 and 2002, he served as a member of the City Council of Culver City, California, including two one-year terms as Mayor of Culver City.

Mr. Wolkowitz was admitted to the California Bar in 1976. His educational background is as follows: California State University, Northridge , (B.A., 1971); Southwestern University Law School (J.D., *cum laude*, 1975); The University of Michigan Law School (LL.M., 1976). His publications include: "Debtors Have New Weapons Against Involuntary Bankruptcy," *Journal of Corporate Renewal* 12 (December 2007); "Bankruptcy and Family

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LAW OFFICES

EDWARD M. WOLKOWITZ
PROFESSIONAL RESUME

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L N B Y & B

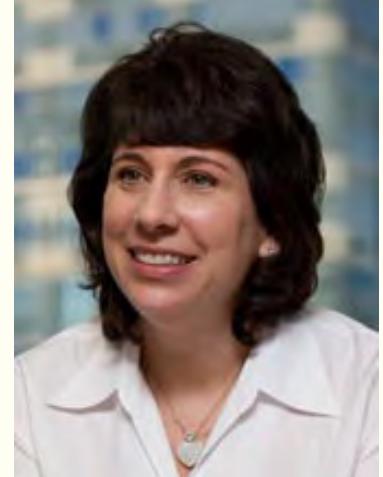
Law: A Marriage of Irreconcilable Differences", 24 *B.H. Bar J.* 83 (1990); "Insolvency and Bankruptcy," (Chapter 7) *California Family Law Service, Bancroft-Whitney* (1986); "Legislative Analysis--Land Use Proposals", 8 Southwestern University Law Review 216 (1976); "Land Use Controls: Is there a Place For Everything", 6 *Sw.U.L.Rev.* 607 (1974). He is a member of the State Bar of California, the American Bar Association, Los Angeles County Bar Association, the Los Angeles Bankruptcy Forum, the Financial Lawyers Conference and the National Association of Bankruptcy Trustees. He has served as President and Vice President of the Los Angeles Bankruptcy Forum; the Editorial Board of the California Bankruptcy Journal; and, the Executive Committee of the Board of Governors of the Financial Lawyers Conference.

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

BETH ANN R. YOUNG, born Santa Monica, California, June 30, 1964; admitted to bar December, 1989, California. Admitted to the United States District Court, Central, Eastern, Northern and Southern Districts of California and the United States Court of Appeals for the Ninth Circuit. Education: University of California at Los Angeles (B.A., 1986); Loyola Law School (J.D., 1989). Member: California Bar Association, American Bar Association, Los Angeles County Bar Association, Century City Bar Association, Financial Lawyers' Conference and Los Angeles Bankruptcy Forum. Reported Decisions include: San Paolo U.S. Holding Company v. 816 South Figueroa Company (1998) 62 Cal. App. 4th 1010, 1026; and Ziello v. First Federal Bank (1995) 36 Cal. App. 4th 321, 42 Cal. Rptr. 2d 251. Presenter: "Domestic Partnerships in California: Important New Rules Affecting Creditors," October, 2004.



**BETH ANN R.
YOUNG**
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PROFESSIONAL RESUME

MONICA YOUNG KIM was admitted to the California Bar in 1995, after graduating from the University of California at Berkeley (B.A., 1991) and Hastings College of the Law (J.D., 1995). She was a Law Clerk to the Honorable Jane Dickson McKeag, U.S. Bankruptcy Judge, Eastern District of California, 1995–96. Ms. Kim has worked solely in the areas of bankruptcy, insolvency and business reorganization, and commercial and real estate transactions, representing debtors, creditors' committees, creditors, sellers, and purchasers. She joined Levene, Neale, Bender, Yoo & Brill L.L.P. in 1996, and became a partner in 2004.

Ms. Kim is also involved in out-of-court restructuring transactions, including assignments for creditors, representing sellers/assignors, assignees and buyers. Her experience has included representation in retail, healthcare, entertainment, manufacturing, real estate, service and technology. She has been named to the "Rising Star" listing of Southern California attorneys each year since 2005, in annual surveys of her peers. Ms. Kim is a member of the American Bar Association, Los Angeles County Bar Association, Century City Bar Association, Women Lawyers Association of Los Angeles, and the Korean American Bar Association, and is admitted to the Central, Eastern, Northern and Southern Districts of California.



MONICA Y. KIM
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PROFESSIONAL RESUME

PHILIP A. GASTEIER'S more than 30 years of practice has included a broad range of bankruptcy and insolvency representation, including Chapter 11 debtors, trustees in Chapter 7 and Chapter 11 cases, creditors, committees, buyers, landlords and parties to executory contracts, with particular emphasis on complex reorganizations and structuring transactions.

In his first decade of practice in Philadelphia, Mr. Gasteier successfully represented landlords and purchasers of leasehold interests in large cases such as Food Fair and Lionel, and participated in preparation of materials for presentation to Congress in connection with hearings leading to the Shopping Center Amendments to the Bankruptcy Code in 1984. He counseled extensively in connection with insolvency and bankruptcy aspects of commercial leases for shopping centers and retail chains, and authored "Shopping Centers As Utilities Under the Bankruptcy Code," *Shopping Center Legal Update*, Summer, 1983. Mr. Gasteier also provided insolvency counseling in connection with bond and other securities transactions. Mr. Gasteier was involved in representation of creditor or equity committees in matters including Franklin Computer, Manson-Billard Industries and Monroe Well Service, Inc. Debtor representation included Motor Freight Express, a multi-state motor carrier, and Dublin Properties.

Mr. Gasteier's practice in Los Angeles has included entertainment and other intellectual property matters, such as Fries Entertainment, Inc., Qintex Entertainment, Inc., and Hal Roach Studios, Inc. where he was primarily responsible for structuring and confirming chapter 11 plans, as well as representation of Carolco Pictures, Inc. and Paramount Studios. He has provided specialized insolvency counseling and litigation support in connection with numerous transactions, licenses and other entertainment contracts. Mr. Gasteier argued In re: Qintex Entertainment, Inc., 950 F.2d 1492 (9th Cir. 1991) to the Ninth Circuit U.S. Court of Appeals, a principal case establishing the executory contract analysis applicable to copyright licenses, and determining that participation rights constitute unsecured claims. Other debtor representation has included Currie Technologies Inc.; Wavien, Inc.; Ocean Trails L.P.; Superior Fast Freight, Inc.; and B.U.M.



**PHILIP A.
GASTEIER**

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PHILIP A. GASTEIER
PROFESSIONAL RESUME

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International, Inc. Mr. Gasteier has been involved in creditor committee representation in cases such as House of Fabrics, California Pacific Funding, Ltd., Condor Systems, Inc. and Chase Technologies, Inc.

Mr. Gasteier is a graduate of the Law School of the University of Pennsylvania (J.D. 1977) and the Ohio State University (B.A. 1974). He was admitted to the Pennsylvania Bar in 1977 and to the California Bar in 1987. He is also a member of the bar of the United States District Court, Central, Eastern and Northern Districts of California; the U.S. District Court, Eastern District Court of Pennsylvania, and the Ninth and Third Circuit Courts of Appeals. He is a member of the American Bankruptcy Institute, the American Bar Association, the State Bar of California, the Century City Bar Association, the Financial Lawyers Conference and the Los Angeles County Bar Association, where he served as a member of the Bankruptcy Sub-Committee of the Section on Commercial Law and Bankruptcy from (1990-1992). He has been active in civic affairs, and is a past President (2008-2009), Vice President (2006-2008) and Board Member (2004-2009) of the Greater Griffith Park Neighborhood Council, an official body of the City of Los Angeles.



PROFESSIONAL RESUME

DANIEL H. REISS, a partner at Levene, Neale, Bender, Yoo & Brill L.L.P. (“LNBYB”), has specialized in the area of bankruptcy and insolvency for over two decades. Before entering the legal field, Mr. Reiss started his professional career at KPMG (then Peat, Marwick and Mitchell) and became a Certified Public Accountant specializing in tax structuring in mid-market and entrepreneurial businesses. Mr. Reiss graduated from California State University, Northridge, summa cum laude, B.S., Business Administration in 1984. Mr. Reiss’s business education and background is of significant importance in dealing with the complex financial issues facing distressed business situations.

Armed with practical business knowledge, Mr. Reiss decided to pursue a career in law and graduated in 1990 from Loyola University Law School where he was a staff writer and notes editor of the Law Review, president of Phi Delta Phi legal honor fraternity, and was a member of the St. Thomas More Honor Society.

Mr. Reiss joined LNBYB in November 2000. Mr. Reiss is a member of the executive committee of the Bankruptcy Section of the Beverly Hills Bar Association, and is a member of the Los Angeles Bankruptcy Forum, Financial Lawyers Conference and the Los Angeles County Bar Association. He was honored in as a “Super Lawyer” 2006, 2007, and 2010 “Super Lawyer” in a region-wide survey, an honor bestowed on only 5% of Southern California attorneys.

Mr. Reiss’s bankruptcy experience extends to cases and distressed situations involving public utilities, healthcare, retail, aviation, hospitality, real estate, bio-tech and general manufacturing. Mr. Reiss regularly represents debtors, creditor committees, secured creditors, bankruptcy trustees and buyers of distressed assets and companies. Mr. Reiss is a frequent speaker before trade and legal groups, and is a nationally published author on bankruptcy issues.



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DANIEL H. REISS
PROFESSIONAL RESUME

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Mr. Reiss's published articles include:

"Bankruptcy Battlegrounds in Franchising", Franchise Law Insider, 3rd Quarter 2005

"Assignment of Leases", National Law Journal, Winter 2006

"Travelers Cas.' Part II", National Law Journal, Winter 2007.

"Single-Asset Real Estate", National Law Journal, Summer 2008.

"D&O Moves to the Forefront in Bankruptcy Cases", National Law Journal, Summer 2009.

"Protecting Interests in the Event of Tenant Bankruptcies", National Law Journal, Spring 2010.

Mr. Reiss's speaking engagements include:

"Franchise Issues in Bankruptcy", Spring, 2004, Franchise Business Network.

"Hostile Takeovers in Bankruptcy Cases", Credit Managers Association.

"Bankruptcy Battlegrounds in Franchising", Fall, 2009, Southern California Franchise Business Network.

"Directors and Officers Litigation in Bankruptcy", Spring, 2008, Turnaround Management Association and Beverly Hills Bar Association.

"Healthcare Business Bankruptcies", Spring 2009, Los Angeles County Bar Association, Healthcare Law and Commercial Law And Bankruptcy Sections



PROFESSIONAL RESUME

TODD A. FREALY, a partner of the firm, represents Chapter 7 trustees throughout Southern California in all aspects of case administration and litigation. Mr. Frealy also represents banks, landlords and other creditors in contested Chapter 11 cases and adversary proceedings. Mr. Frealy is a graduate of Southwestern University School of Law (J.D. 1998) and the University of California, Los Angeles (B.A. 1995). During law school he was an extern to the Honorable Mitchel R. Goldberg and Honorable Arthur M. Greenwald, U.S. Bankruptcy Judges for the Central District of California. After law school, he clerked for the Honorable David N. Naugle, U.S. Bankruptcy Judge, Central District of California, Riverside Division (1998-2000). Mr. Frealy is a member of the Board of Directors for the Inland Empire Bankruptcy Forum and was formerly a member of the Southwestern University School of Law Alumni Board of Directors (September 2006 to June 2009). He is also a member of the Los Angeles County Bar Association and the Los Angeles Bankruptcy Forum. In 2009 and 2010, Mr. Frealy was recognized as a "Rising Star" by *Super Lawyers* magazine. He was admitted to the California Bar in 1998, and is admitted to the Central, Eastern, Northern and Southern Districts of California.



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Articles written by Mr. Frealy include: "Dazed and Confused", *California Bankruptcy Court Reporter*, Vol. 4, No. 3, March 2000 (Dischargeability of student loans and the "undue hardship test"); "Finding the Key", *California Bankruptcy Court Reporter*, Vol. 4, No. 6, June 2000 (How to Setoff Mutual Debts in Bankruptcy). In February 2010, Mr. Frealy appeared as a speaker at Southwestern Law Review's symposium on "Bankruptcy in the New Millennium".

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PROFESSIONAL RESUME

RICKY STEELMAN is a senior litigator at Levene, Neale, Bender, Yoo & Brill L.L.P. Mr. Steelman's client-centered and resolution-driven practice focuses on complex commercial disputes, including litigation connected to bankruptcy, restructuring and insolvency. His extensive business litigation experience includes successful representation of individuals, Fortune 500 companies, hospitals, and emergency physician groups in state and federal courts, private arbitrations, and more than 75 appeals in the various appellate districts of the California Courts of Appeal, as well as the United States Court of Appeals for the Ninth Circuit.

Not only an experienced appellate attorney and litigator, Mr. Steelman also has substantial bankruptcy experience in numerous bankruptcy matters and adversary proceedings. Specifically, he played a critical role in obtaining summary judgment (resulting in a published decision in favor of a Fortune 100 financial institution) where the bankruptcy court granted his plaintiff client's request for substantive consolidation. That judgment forced seven non-debtor entities and three non-debtors or individuals involved in a multi-million dollar mortgage-relief fraud scheme into the primary debtor-entity's Chapter 7 bankruptcy and under the purview of the bankruptcy court. This resulted in better protections for vulnerable consumers and members of the community, as well as financial institutions and corporations.

In addition to his significant class action defense work in federal court, Mr. Steelman has appeared numerous times in California probate court. He first chaired a probate trial where he successfully challenged the executor's final accounting of a probate estate and the executor's request for extraordinary fees in connection with that estate. That probate decision after a multiple-day trial resulted in greater financial distributions to Mr. Steelman's client, as well as several other non-profit organizations across the country.

Mr. Steelman is very proud to be a two-time Cooke Scholar after being selected for the 2002 Jack Kent Cooke Foundation Undergraduate Scholarship and the 2006 Jack Kent Cooke Foundation Graduate Scholarship – a rare and coveted accomplishment in today's competitive world. He is also honored to have been named a Southern California Super Lawyers "Rising Star" each year since 2013.

Prior to joining the firm, Mr. Steelman worked more than 8.5 years at Bryan Cave Leighton Paisner LLP as a litigation, appellate, and class action associate. He also worked at Buchalter as special counsel, focusing on complex healthcare litigation relating to provider-payor disputes. Mr. Steelman graduated *magna cum laude* from Pepperdine University with a B.A. in Political Science and a Music Minor in 2003. He graduated *cum laude* from Pepperdine University School of Law in 2009. Mr. Steelman is licensed in all California state and federal courts and the U.S. Court of Appeals for the Ninth Circuit. He is a member of the California Society for Healthcare Attorneys, the American Health Lawyers Association, the Los Angeles County Bar Association and its Appellate Courts, Litigation, and Healthcare Law sections.



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PROFESSIONAL RESUME

JULIET Y. OH is a partner at Levene, Neale, Bender, Yoo & Brill L.L.P. representing individuals and corporations in Chapter 11 bankruptcy cases, out-of-court restructuring proceedings and bankruptcy litigation proceedings. She has been voted a “Rising Star” in a poll of her peers in Southern California each year since 2006.

Ms. Oh has recently represented Chapter 11 debtors Anna's Linens, Inc., Green Fleet Systems, LLC, Belasco Unlimited Corporation, Apex Digital, Inc., Roosevelt Lofts, LLC, Central Metal, Inc., Franchise Pictures LLC, et al., Fatburger Restaurants, and the Official Committee of Unsecured Creditors of Halcyon Holding Group.

Prior to joining the firm in 2003, Ms. Oh specialized in the representation of individuals in Chapter 7 and Chapter 13 cases and worked as an extern with the Office of the U.S. Trustee, Central District of California. Ms. Oh is a graduate of Stanford University and obtained her law degree from University of California, Los Angeles. She was admitted to the California Bar in 2000, is a member of the Korean American Bar Association, California Bankruptcy Forum and Los Angeles Bankruptcy Forum.



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PROFESSIONAL RESUME

TODD M. ARNOLD has been with LNBY&B since 2003. Mr. Arnold specializes in corporate and high net worth individual reorganizations and bankruptcy litigation. Mr. Arnold has served as counsel in several major reorganization cases and in hundreds of avoidance actions. Mr. Arnold joined LNBRB after serving as an extern and a law clerk to the Honorable Thomas B. Donovan, United States Bankruptcy Judge. He has been voted a "Rising Star" in a poll of his peers in Southern California each year since 2006. A native of Sacramento, Mr. Arnold graduated from the University of California, Los Angeles with a B.A. in English and Loyola Law School, Los Angeles, *cum laude*, with a Juris Doctor degree and as a member of the Order of the Coif.



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PROFESSIONAL RESUME

ANTHONY A. FRIEDMAN specializes in the representation of debtors in reorganizations and liquidations and Chapter 7 and Chapter 11 Trustees, bankruptcy litigation, State Court litigation, and creditors committees. Mr. Friedman is admitted to practice before all the Courts of the State of California, the United States District Court, Central, Eastern, Northern and Southern Districts, the Ninth Circuit Court of Appeals and the United States Supreme Court. Mr. Friedman received his Juris Doctor degree from the University of La Verne School of Law in 1999 and his Bachelor of Arts degree from the University of California at San Diego in 1992. Prior to joining Levene Neale Bender Yoo & Brill LLP, Mr. Friedman was a judicial extern for the Honorable Kathleen Thompson, United States Bankruptcy Judge, Central District of California, an associate at Weinstein, Eisen & Levine, an associate at Weintraub & Aver, LLP, and most recently at Moldo Davidson Fraioli Seror & Sestanovich LLP. Mr. Friedman is a member of the American Bankruptcy Institute, the Los Angeles County Bar Association, the Los Angeles Bankruptcy Forum, the California Bankruptcy Forum, the Financial Lawyer's Conference, the Commercial Law League of America, the Beverly Hills Bar Association and the San Fernando Valley Bar Association. Mr. Friedman is also a volunteer in the Public Counsel Law Center Bankruptcy pro bono project.



**ANTHONY A.
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PROFESSIONAL RESUME

KURT RAMLO, a Los Angeles native, provides restructuring advice to business organizations facing financial distress. His practice includes guiding organizations through out-of-court and chapter 11 reorganizations, as well as related transactions and litigation. He routinely provides advice on structuring cutting-edge transactions on behalf of public and private debtors, foreign representatives, receivers, shareholders, plan sponsors, third-party acquirers, secured and unsecured creditors, creditors' committees and post-petition lenders, as well as other restructuring professionals. A former Assistant United States Attorney, Mr. Ramlo also has extensive trial and commercial litigation experience in bankruptcy and federal district courts. His representative chapter 11 matters include advising the debtors in NexPrise, Inc.; Hingham Campus; Minor Family Hotels; Delphi Corporation; Refco; Blue Bird Body Company (prepackaged plan); Friedman's Jewelers; First Virtual Communications; Kmart Corporation; ZiLOG, Inc. (prepackaged plan); Stone & Webster; Wilshire Center Marketplace (Ambassador Hotel); Washington Group; and Furr's Supermarkets; the foreign representatives in Flightlease Holdings and SunCal; the receiver in private equity management group; equity stockholders or plan sponsors in Charter Communications; Crescent Jewelers; Oregon Arena Corporation; Old UGC; and Clift Holdings (The Clift Hotel); asset purchasers and bidders in Medical Capital Holdings; Variety Arts Theatre; Chef Solutions Holdings; People's Choice Financial Corporation; Sun World; The Walking Company; Centis; and iSyndicate; estate professionals in General Growth Properties and Leap Wireless; and creditors in Cocopah Nurseries; One Pelican Hill North, L.P.; McMonigle Residential Group; Contessa Premium Foods; LBREP/L-Lehman SunCal Master I, LLC; Phoenix Coyotes; GTS 900 F (Concerto); Cupertino Square; American Home Mortgage; Trump Casinos; Consolidated Freightways; Loral Space & Communications; Leap Wireless; DirecTV Latin American; Northwestern Corporation; Airwalk; Centis; Regal Cinemas; eToys; Excite/At Home Corporation; Paracelsus Healthcare; and the creditors' committee in Hamakua Sugar Company. Litigation matters include CanAm Capital Holdings (Ponzi scheme fraudulent transfer action); Lyondell Chemical (New York LBO fraudulent transfer action); Linens N Things (preference); patent holder (obtaining stay pending appeal of \$112 million judgment); S&W Bach (New York fraudulent transfer action); One Pelican Hill North (California lender liability); Lost Lakes (Washington lender liability); satellite dish provider (piracy and dischargeability); Prium (lender liability); Spansion, Inc. (transfer pricing dispute); Delphi (Michigan state tax litigation; vendor litigation); Refco (Swiss securities litigation); Old UGC (\$3.7 billion breach of merger action); Airwalk (debt recharacterization trial);



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PROFESSIONAL RESUME continued...

various action representing the United States (Medicare fraud and dischargeability; surety bond enforcement; loan and guaranty enforcement; wrongful foreclosure litigation; enforcement of criminal fines and restitution orders). Published decisions issued in matters litigated by Mr. Ramlo include United States Pac. Ins. Co. v. United States Dep't of Interior, 70 F. Supp. 2d 1089 (C.D. Cal. 1999); Secretary of HUD v. Sky Meadow Assoc., 117 F. Supp. 2d 970 (C.D. Cal. 2000); Yunis v. United States, 118 F. Supp. 2d 1024 (C.D. Cal. 2000); and United States Dep't of Educ. v. Wallace (In re Wallace), 259 B.R. 170 (C.D. Cal. 2000).

He is a co-author of "American Bankruptcy Reform and Creativity Prompt the In re Blue Bird Body Company One-Day Prepackaged Plan of Reorganization," International Corporate Rescue, Kluwer Law International (London) (December 2006), included in Expedited Debt Restructuring: An International Comparative Analysis, Rodrigo Olivares-Caminal ed., Kluwer Law International (The Netherlands) (2007). In 1993, Mr. Ramlo obtained his law degree from the University of California, Davis and in 1990 a Bachelor of Music degree, with a concentration on music performance on bassoon, from California State University, Northridge.



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PROFESSIONAL RESUME

EVE H. KARASIK is a business restructuring and bankruptcy attorney who focuses her practice on the representation of business entities in a variety of industries. In addition to representing corporate debtors, Ms. Karasik has represented creditors' committees, equity committees, post-confirmation liquidating trusts and Bankruptcy Code section 524(g) trusts, and significant creditors and litigation parties in cases pending around the country. She began her legal career at Stutman, Treister & Glatt P.C., a nationally-recognized bankruptcy boutique where she practiced until May 1, 2014 when the firm had to close its doors. She spent one year thereafter managing the Los Angeles office of Gordon Silver, a multi-practice firm with primary offices in Nevada.

Ms. Karasik has a breadth of experience representing entities in wide variety of industries, with significant expertise in gaming, retail, and the food and beverage industry, among others. Some of her Debtor representations of note include: Imperial Capital Bancorp, Inc. (San Diego, CA, *Bank Holding Company*), Utah 7000, LLC, et al (Salt Lake City, UT, *Luxury Real Estate Development*), Resort at Summerlin, et al (Las Vegas Nevada, *Gaming*); Gold River Hotel & Casino, et al (Las Vegas, Nevada, *Gaming*), Falcon Products, Inc., et al (St. Louis, MO, *Furniture Manufacturer*), Clark Retail Group, et al (Chicago, IL, *Gas Station and Convenience Stores*), MJ Research, Inc. (Reno, NV, *Bio Tech*), Cell Pro, (Seattle, Washington, *Bio Tech*); and U.S. Aggregates, Inc., et al (Reno, NV, *Mining*). Her creditor and equity committee representations include Circus and Eldorado Joint Venture, et al. (Reno, NV, *Gaming*), Riviera Holdings Corporation, et al. (Las Vegas, NV, *Gaming*), Eurofresh, Inc., et al (Phoenix, AZ, *Food Producer and Distributer*), USA Capital First Trust Deed Fund (Las Vegas, NV, *Real Estate Investment Fund*), Aladdin Gaming, Inc. (Las Vegas, NV, *Gaming*), New Meatco Provisions, LLC. (Los Angeles, CA, *Protein Distribution*) and Amerco (Reno, NV, *Retail/Trucking*).

Ms. Karasik has also served as counsel to the Trustee in the Securities Investor Protection Corporation liquidation proceeding of W.S. Clearing, Inc. (Los Angeles, CA, *Securities Clearinghouse*), counsel to the Examiner in the Fontainebleau Las Vegas Holdings, LLC., et al. (Miami, FL, *Gaming*), and counsel to the J.T. Thorpe Settlement Trust, the Thorpe Insulation Company Settlement Trust, Plant Insulation Settlement Trust, and the Western Asbestos Settlement Trust (Reno, NV, *Section 524(g) Bankruptcy Trusts*).

Ms. Karasik has received several awards in her field, including the Century City Bar Association Bankruptcy Attorney of the Year for 2015, and the Turnaround Managers Association "2007 Large Company Transaction of the Year" award for her work on the U.S.A. Commercial Mortgage Company Chapter 11 Cases. She is also been named as a Southern California States Super Lawyers®, 2012-2015 for Bankruptcy & Creditor/Debtor Rights; Best Lawyers in America®, Bankruptcy and Creditor-Debtor Rights Law – 2007-2015; and AV/Preeminent Attorney® as rated by Martindale-Hubbell®, 5.0 out of 5.0.

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Ms. Karasik is active in various organizations, including:

- American Bankruptcy Institute: Board of Directors (2015); Bankruptcy Battleground West Conference, Co-Chair, 2012-2015; Ethics and Compensation Subcommittee, Education Director, 2014-15, Newsletter Editor, 2012-2014
- Los Angeles Bankruptcy Forum, Board Member 2014-2015, Membership Committee
- State Bar of California, Business Law Section, Member
- State Bar of California, Insolvency Law Committee, Member, 2005-2006
- LA County Bar Association, Commercial Law and Bankruptcy Section, Member
- International Women's Insolvency and Restructuring Confederation (IWIRC), Member
- Women Lawyers Association of Los Angeles, Former Executive Committee Member
- Turnaround Managers Association ("TMA") Awards Committee, Member, 2009-2011
- TMA Distressed Investing Conference Planning Committee, Member, 2013-2014

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PROFESSIONAL RESUME, CONT...

Ms. Karasik has appeared as a speaker on the following topics before the following organizations:

- American Bankruptcy Institute, Spring Meeting 2015: Trustee Selection in Commercial Bankruptcy Cases
- Los Angeles Bankruptcy Forum: LLCs in Bankruptcy: Tricks and Traps (or Points of Leverage and Lurking Dangers), April 20, 2015
- American Bankruptcy Institute, Spring Meeting 2014: The Ever-Changing Roles of Committees
- American Bankruptcy Institute, Webinar July 15, 2013: The Section 1111(b) Election, Plan Feasibility and Cramdown Issues
- American Bankruptcy Institute, Spring Meeting 2013: The Section 1111(b) Election, Plan Feasibility and Cramdown Issues
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2011: Great Debates – Third Party Injunctions in Chapter 11 Plans
- American Bankruptcy Institute, Spring Meeting 2011: Ethics and Professional Compensation: Actions to Avoid and Recover Fees
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2009: Great Debates – Administration of Administratively Insolvent Estate for the Benefit of a Secured Creditor
- American Bankruptcy Institute, Spring Meeting 2009: Great Debates – Sale of Assets Free and Clear of Liens Over the Objection of the Secured Creditor
- CRG Winter Conference, 2009: Panel Discussion – Guide for Operating in the Zone of Insolvency
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2008: Claims Trading, Fiduciary Duties and Other Pesky Committee Issues
- American Bankruptcy Institute, Winter Leadership Meeting, 2006: Fibermark – New Duties and Beyond – Ethical Problems of Committee Membership and Representation in a Hedge Fund World
- American Bankruptcy Institute, Spring Meeting 2004: Successor Liability Revisited – Recent Developments and Trends

Ms. Karasik received her B.A., with High Honors in History, from the University of California, Berkeley in 1984, and her J.D. from the University of Southern California Law School (Gould School of Law), Order of the Coif, 1991. She was admitted to the California Bar in 1991. She was admitted to the Ninth Circuit Court of Appeals in 1991, the United States District Court for the Central and Northern Districts of California in 1991 and 1992, and the Southern and Eastern Districts of California in 1994. She has also practiced extensively in Federal Courts throughout the country including in Nevada, Arizona, Utah, Delaware, Washington, Illinois, Missouri, Arizona and Florida.

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PROFESSIONAL RESUME

CARMELA T. PAGAY, a partner at LNBY&B, specializes in representation of debtors in reorganizations and liquidations, creditor committees, and Chapter 7 and Chapter 11 trustees, and bankruptcy litigation.

Ms. Pagay received her Bachelor of Arts Degree in Political Science from the University of California, Los Angeles in 1994, and her Juris Doctor from Loyola Law School, Los Angeles in 1997, where she was Senior Production Editor of the *Loyola of Los Angeles International and Comparative Law Journal*. Ms. Pagay is admitted to practice before the United States District Court, Central, Eastern, Northern, and Southern Districts, the Ninth Circuit Court of Appeals, and the United States Supreme Court.

She currently sits on the Women Lawyers Association of Los Angeles Board of Governors and Foundation Board, and is a member of the Los Angeles County Bar Association and the Asian Pacific American Bar Association of Los Angeles County. Ms. Pagay is also a longstanding editorial board member of the *Los Angeles Lawyer* magazine.



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PROFESSIONAL RESUME

JOHN-PATRICK M. FRITZ joined LNBYB as an associate in 2009. Prior to joining the firm, Mr. Fritz served for two years as law clerk to the Honorable Maureen A. Tighe, United States Bankruptcy Judge for the Central District of California. Mr. Fritz graduated *magna cum laude* from Southwestern Law School as a Law Review Editor and Moot Court oralist. He received his undergraduate degree *cum laude* with thesis honors from Tufts University. Mr. Fritz focuses his practice on corporate bankruptcy and restructuring. He is a member of the Financial Lawyers Conference and the Japan America Society. Mr. Fritz worked for two years in government and law offices in Japan and is proficient in reading, writing, and speaking Japanese.



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PROFESSIONAL RESUME

KRIKOR J. MESHEFEJIAN represents clients in business reorganization and related litigation matters. He has assisted clients such as single asset real estate debtors, multi-million dollar enterprises, small businesses and individuals in successfully and efficiently navigating the reorganization process.

Prior to joining the firm in 2008, Mr. Meshefejian clerked for the Honorable Geraldine Mund and the Honorable Victoria S. Kaufman, United States Bankruptcy Judges. Mr. Meshefejian obtained his J.D. in 2007, *magna cum laude*, from the University of Illinois College of Law, where he served as senior editor for the Illinois Business Law Journal and received the Rickert Award for excellence in legal writing. He is a member of the State Bar of California and the American Bankruptcy Institute.



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PROFESSIONAL RESUME

LINDSEY L. SMITH joined LNBYB as an associate in February 2010. Ms. Smith obtained her law degree cum laude from Loyola Law School, where she was a member of the Alpha Sigma Nu and the St. Thomas More Honor Society, and recipient of the First Honors Award in Election Law. Ms. Smith obtained a B.A. in political science with an emphasis in American Politics from Boston University. Ms. Smith is a member of the Beverly Hills Bar Association.



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PROFESSIONAL RESUME

JEFFREY S. KWONG joined LNBYB as an associate in 2014. Prior to joining the firm, Mr. Kwong served for two years as law clerk to the Honorable Deborah J. Saltzman, United States Bankruptcy Judge for the Central District of California. Mr. Kwong obtained his J.D. in 2012 from the University of California, Berkeley, Boalt Hall School of Law, where he served as an editor for the Berkeley Journal of International Law and a Senior Articles Editor for the Asian American Law Journal. He received his undergraduate degree, summa cum laude, from the University of California, San Diego. He is a member of the Beverly Hills Bar Association, the Financial Lawyers Conference, and the Los Angeles Bankruptcy Forum.



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PARAPROFESSIONALS

JASON KLASSI (JK) received his Bachelors of Arts degree from the University of California at Los Angeles graduating Magna Cum Laude in 1979. He has over 20 years of paralegal experience within the State of California currently working at the law firm of Levene, Neale, Bender, Yoo & Brill L.L.P. since its inception in 1995. Mr. Klassi maintains compliance for paralegal qualification under Business & Professions Code 6450(c)(3) and (d). He also is an active member of the Los Angeles Paralegal Association.

JOHN A. BERWICK (JAB) received his bachelor's degree in Fine Arts and English from the University of Texas at Austin in 1973. In 1981, Mr. Berwick joined the American College of Trial Lawyers, a nationwide association, wherein he worked for such luminaries as Supreme Court Justices Lewis F. Powell, John Paul Stevens and Sandra Day O'Connor, former Attorney General Griffin Bell, Cabinet Members, Senators, Members of Congress, United States Ambassadors, heads of state, and a significant array of top trial attorneys from across the country. Mr. Berwick's 23 years of paralegal experience in bankruptcy began in 1989 when he joined the firm of Coskey, Coskey & Boxer, followed by Haight, Brown & Bonesteel in 2000. In 2002, Mr. Berwick joined the firm of Levene, Neale, Bender, Yoo & Brill L.L.P. Mr. Berwick maintains his paralegal qualification under Business & Professions Code 6450(c)(3) and (d).

LOURDES CRUZ (LC) is a bankruptcy paralegal/legal assistant who received her Associate of Arts degree in computer science from the Institute of Computer Technology College graduating with honors in 1996. Ms. Cruz has been working with law firms specializing in bankruptcy for over 15 years. From 1999 to 2003 she worked for Weinstein, Eisen & Weiss LLP. From 2003 to 2005 she worked for Jeffer, Mangels, Butler & Marmaro LLP. Since August 2005 she has been working with Levene, Neale, Bender, Yoo & Brill L.L.P. Ms. Cruz continues her paralegal education by staying in compliance with MCLE requirements under Business and Professions Code 6450(c)(3) and (d).

STEPHANIE REICHERT (SR) Stephanie Reichert is a bankruptcy paralegal/legal assistant who received her bachelor's degree in Communications from the University of Pennsylvania in 2007. From 2008 through 2010 she worked for Togut, Segal & Segal, LLP, a bankruptcy firm in New York City. Since October 2010 she has been working with Levene, Neale, Bender, Yoo & Brill L.L.P.

LISA MASSE (LM) received her Associates of Arts Degree in Liberal Arts from Santa Monica College, graduating with honors in 2012, and is currently attending California State University, Northridge, majoring in Communication Studies. Ms. Masse has been working with law firms specializing in bankruptcy for the past 20 years. She was employed by the law firm of Stutman, Treister & Glatt, Professional Corporation from January 2001 until April 2014. In May 2014, she joined the firm of Levene, Neale, Bender, Yoo & Brill, L.L.P. Ms. Masse continues her paralegal education by staying in compliance with MCLE requirements under Business and Professions Code 6450(c)(3) and (d).

CONNIE RAY (CONNIE) is a Trustee Administrator/Paralegal who received her Paralegal Certificate from the UCR Extension Paralegal Training Program. She received her bachelor's degree from the University of California, Santa Barbara in 1997. Prior to joining the Firm, she worked for the U.S. Bankruptcy Court, Central District of California, for 12 years, including working as Judicial Assistant to the Honorable Peter H. Carroll from 2002 to 2010.

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SCHEDULE OF HOURLY BILLING RATES
(Effective January 1, 2021)

<u>ATTORNEYS</u>	<u>RATES</u>
DAVID W. LEVENE	635
DAVID L. NEALE	635
RON BENDER	635
MARTIN J. BRILL	635
TIMOTHY J. YOO	635
GARY E. KLAUSNER	635
EDWARD M. WOLKOWITZ	635
DAVID B. GOLUBCHIK	635
BETH ANN R. YOUNG	620
MONICA Y. KIM	620
DANIEL H. REISS	620
RICHARD P. STEELMAN, JR.	620
PHILIP A. GASTEIER	620
EVE H. KARASIK	620
TODD A. FREALY	620
KURT RAMLO	620
JULIET Y. OH	605
TODD M. ARNOLD	605
CARMELA T. PAGAY	605
ANTHONY A. FRIEDMAN	605
KRIKOR J. MESHEFEJIAN	605

JOHN-PATRICK M. FRITZ	605
LINDSEY L. SMITH	525
JEFFREY KWONG	525
PARAPROFESSIONALS	250

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 10250 Constellation Boulevard, Suite 1700, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled **APPLICATION OF DEBTOR AND DEBTOR IN POSSESSION TO EMPLOY LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P. AS BANKRUPTCY COUNSEL PURSUANT TO 11 U.S.C. §§ 327 AND 330; DECLARATION OF DAVID B. GOLUBCHIK, ESQ. IN SUPPORT THEREOF** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On **October 26, 2021**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Todd M Arnold tma@lnbyg.com
- David B Golubchik dbg@lnbyg.com, stephanie@lnbyb.com
- United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov

2. SERVED BY UNITED STATES MAIL: On **October 26, 2021**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

U.S. Trustee
United States Trustee (LA)
915 Wilshire Blvd, Suite 1850
Los Angeles, CA 90017

CRESTLLOYD, LLC
c/o SierraConstellation Partners LLC
355 S. Grand Avenue, Suite 1450
Los Angeles, CA 90071

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **October 26, 2021**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

October 26, 2021

Date

Lourdes Cruz

Type Name

/s/ Lourdes Cruz

Signature